

06-07-1999



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ed original documents or copy thereof.

To The Honorable Commissioner of Pat

1. Name of conveying party(ies):
YOU TOOLS CORPORATION.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State: Pennsylvania
- Other:

Additional name(s) of conveying party(ies) attached? YES NO

3. Nature of Conveyance:
- Assignment Merger
 - Security Agreement Change of Name
 - Other:

Execution Date: April 27, 1999

2. Name and address of receiving party(ies)
Name: FASTNET CORPORATION
Internal Address:

Street Address: Two Courtney Lane, Suite 130
City: Bethlehem
State: PA ZIP: 18017

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: Pennsylvania
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: YES NO
(Designation must be a separate document from Assignment)

Additional name(s) & address attached? YES NO

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark registration No.(s) (2,213,670
2,212,720)

Additional numbers attached? YES NO

5. Name and address of party to whom correspondence concerning documents should be mailed:

Name: Camille M. Miller
Internal Address:
WOODCOCK WASHBURN KURTZ MACKIEWICZ &
NORRIS
One Liberty Place - 46th Floor

Street Address: 1650 Market Street
City: Philadelphia State: Pennsylvania
ZIP: 19103-7301

Internal Client Identifier: FAST-0007; FAST-0010

6. Total number of applications and registrations involved:
—

7. Total fee (37 CFR 3.41):.....\$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 23-3050

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Camille M. Miller
Name of Person Signing

Signature

June 2, 1999

Date

Total number of pages including cover sheet, attachments, and document: 7

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

06/07/1999 DNGUYEN 00000044 2213670

Commissioner of Patents and Trademarks

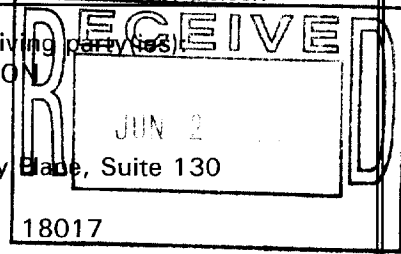
Box Assignments

Washington, D.C. 20231

01 FC:461
02 FC:482

40.00 OP
25.00 OP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project. (0651-0011).



Handwritten notes: 65-6-7 DMW

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

MAY 17, 1999

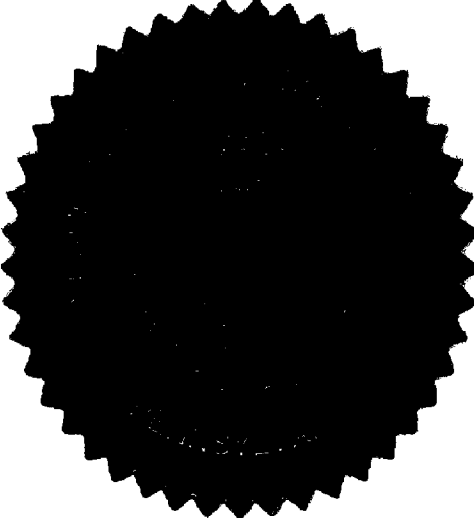
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

FASTNET CORPORATION

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



Kim Pizzingrilli

Secretary of the Commonwealth

DBOH

9931-1779

APR 27 1999

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 2579459

Kiri Lippitt
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DECS-12-1913 (Rev 91)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: You Tools Corporation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Two Courtney Place, Suite 130 3884 Courtney Street	Bethlehem	PA	18017	Lehigh
Number and Street	City	State	Zip	County

(b) _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Business Corporation Law of 1988, as amended

4. The date of its incorporation is: May 10, 1994

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

APR 27 1999 (FRI) 4 16 99 16:12:12 ST-16-11/NO 4261939695 P 2
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PA Dept. of State

9931-1780

DSCB 15-1915 (Rev 81)-2

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 20th day of APRIL, 1999

YOU TOOLS CORPORATION

(Name of Corporation)

BY:

Stef J. Bush
(Signature)

TITLE:

Secretary

FROM MORGAN LEWIS - PHILADELPHIA REC-24-1 (FBI) 4, 16, 99 16:12/ST. 16:11/NO. 4261938695 P 3

4951-1781

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

YOU TOOLS CORPORATION

(A Pennsylvania corporation)

The Articles of Incorporation of You Tools Corporation are hereby amended and restated in their entirety to read as follows:

FIRST: Corporate Name. The name of the corporation is FASTNET CORPORATION (hereinafter referred to as the "Corporation").

SECOND: Registered Office. The location and post office address of the registered office of the Corporation in the Commonwealth of Pennsylvania is Two Courtney Place, Suite 130, 3864 Courtney Street, Bethlehem, PA 18017.

THIRD: Original Incorporation. The Corporation was incorporated under the provisions of the Business Corporation Law of 1988, as amended. The date of its incorporation is on May 10, 1994.

FOURTH: Method of Adoption. These Amended and Restated Articles of Incorporation were duly adopted by vote of the shareholders in accordance with Sections 1914 and 1915 of the Pennsylvania Business Corporation Law of 1988, as amended (the "Pennsylvania BCL").

FIFTH: Corporate Purposes. The purpose for which the Corporation is organized is to engage in any and all lawful acts and activity for which corporations may be organized under the Pennsylvania BCL.

SIXTH: Corporate Existence. The term of existence of the Corporation is perpetual.

SEVENTH: Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is 60,000,000 shares, no par value per share, consisting of:

- (a) 50,000,000 shares of Common Stock (the "Common Stock"); and
- (b) 10,000,000 shares of Preferred Stock (the "Preferred Stock").

EIGHTH: Preferred Stock. The Board of Directors may authorize the issuance from time to time of Preferred Stock in one or more classes or series and with designations, voting rights, preferences, and special rights, if any, as the Board of Directors may fix by resolution.

NINTH: Rights of Common Stock. The designations, powers, preferences, rights, qualifications, limitations and restrictions of the Common Stock are as follows:

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to liquidation, upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed to the holders of Common Stock.

3. Redemption. The Common Stock is not redeemable.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of this Corporation, and shall be entitled to vote upon such other matters and in such manner as may be provided by law.

TENTH: Indemnification. The Corporation shall, to the maximum extent permitted from time to time under the laws of the Commonwealth of Pennsylvania, indemnify and upon request shall advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was or has agreed to be a director or officer of the Corporation or while a director or officer is or was serving at the request of or as the agent of the Corporation as a director, officer or the agent of any other corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against any and all expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement or incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require the Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such rights arising under any by-law, agreement, vote of directors or shareholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any repeal or modification of the foregoing provisions of this Article TENTH shall not adversely affect any right or protection of a director or officer of this Corporation existing at the time of such repeal or modification.

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ELEVENTH: Liability. A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Pennsylvania BCL as currently in effect or as the same may hereafter be amended. No amendment, modification or repeal of this Article ELEVENTH shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

TWELFTH: Bylaws. The Board of Directors shall have the power, in addition to the shareholders, to make, alter or repeal the bylaws of the Corporation.

THIRTEENTH: Cumulative Voting. Shareholders of the Corporation shall not have the right to cumulate their votes for the election of directors of the Corporation.

FOURTEENTH: Reservation of Right to Amend. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders are granted subject to this reservation.

FIFTEENTH: Powers of the Board of Directors. All of the power of the Corporation, insofar as it may be lawfully vested by these Amended and Restated Articles of Incorporation in the Board of Directors, is hereby conferred upon the Board of Directors of the Corporation.

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